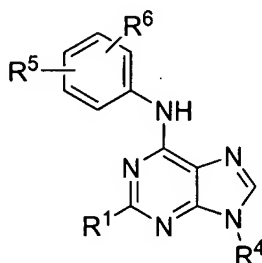


Amendments to the Specification:

Please replace paragraph 6 with the following amended paragraph:

[0006] One embodiment of the present invention provides compounds of Formula

I:



wherein:

R¹ is a functional group including, but not limited to, hydrogen, halogen and -L-

R²;

L is a functional group including, but not limited to, -O- and -NR³-, wherein R³ is H, or R³ is optionally taken together with R² and the nitrogen to which both are attached to form a heterocycle, optionally substituted with C₁₋₄alkyl;

R² is a functional group including, but not limited to, C₁₋₄alkyl, C₃₋₈cycloalkyl and aryl-C₀₋₂alkyl, C₀₋₂alkylaryl, substituted with 0-2 R^{2a} groups that are independently selected and that are functional groups including, but not limited to, halogen, C₁₋₄alkyl, C₁₋₄alkoxy, -N(R^{2b}, R^{2b}), -SO₂N(R^{2b}, R^{2b}), -C(O)N(R^{2b}, R^{2b}) and -O-aryl, or if R^{2a} groups are present and if the two R^{2a} groups are on adjacent ring atoms, they are optionally taken together to form a functional group including, but not limited to, -O-(CH₂)₁₋₂-O-, -O-C(CH₃)₂CH₂- and -(CH₂)₃₋₄;

each R^{2b} group is independently selected and is a functional group including, but not limited to, hydrogen and C₁₋₄alkyl;

R⁴ is a functional group including, but not limited to, C₁₋₄alkyl, C₃₋₈cycloalkyl, hydroxy-C₁₋₄alkyl, C₁₋₄alkylhydroxy, aryl-C₀₋₃alkyl, C₀₋₂alkylaryl, substituted with 0-2 R^{4a} groups, cyclohexylmethyl, and heterocyclo-C₀₋₂alkyl, C₀₋₂alkylheterocycle, optionally substituted with C₁₋₄alkyl;

each R^{4a} group is independently selected and is a functional group including, but not limited to, hydrogen, halogen, C₁₋₄alkyl, C₁₋₄alkoxy, and aryl, or if R^{4a} groups are present and

if the two R^{4a} groups are on adjacent ring atoms, they are optionally taken together to form -O-(CH₂)₁₋₂-O-;

R⁵ is hydrogen, and R⁶ is a functional group including, but not limited to, halogen, C₁₋₄alkyl, -C(O)-C₁₋₄alkyl, -SO₂-N(R^{2b}; R^{2b}), C₁₋₄alkylhalo, -O-aryl and -N(R⁷; R⁸), or when R⁵ and R⁶ are on adjacent ring atoms they are optionally taken together to form -O-(CH₂)₁₋₂-O-;

R⁷ is a functional group including, but not limited to, hydrogen, C₁₋₄alkyl, hydroxy-C₁₋₄alkyl ~~C₁₋₄alkylhydroxy~~, aryl and -C(O)R^{7a};

R^{7a} is a functional group including, but not limited to, C₁₋₄alkyl, C₁₋₄alkylhalo, C₃₋₈cycloalkyl and aryl; and

R⁸ is a functional group including, but not limited to, H and C₁₋₄alkyl, or R⁷ and R⁸ are optionally taken together with the nitrogen to which they are attached to form a heterocycloalkyl ~~heterocycle~~, optionally substituted with C₁₋₄alkyl.

Please replace paragraph 21 with the following amended paragraph:

[0021] The term "alkyl," by itself or as part of another substituent, means, unless otherwise stated, a straight or branched chain, ~~or cyclic~~ hydrocarbon radical, ~~or combination thereof, which may be fully saturated, mono- or polyunsaturated and can include di- and multivalent radicals,~~ having the number of carbon atoms designated (*i.e.* C₁-C₁₀ means one to ten carbons). Examples of saturated hydrocarbon radicals include groups such as methyl, ethyl, n-propyl, isopropyl, n-butyl, t-butyl, isobutyl, sec-butyl, cyclohexyl, (cyclohexyl)methyl, cyclopropylmethyl, homologs and isomers of, for example, n-pentyl, n-hexyl, n-heptyl, n-octyl, and the like. ~~An unsaturated alkyl group is one having one or more double bonds or triple bonds. Examples of unsaturated alkyl groups include vinyl, 2-propenyl, crotyl, 2-isopentenyl, 2-(butadienyl), 2,4-pentadienyl, 3-(1,4-pentadienyl), ethynyl, 1- and 3-propynyl, 3-butylnyl, and the higher homologs and isomers. The term "alkyl," unless otherwise noted, is also meant to include those derivatives of alkyl defined in more detail below as "heteroalkyl." Alkyl groups which are limited to hydrocarbon groups are termed "homoalkyl".~~

Please add the following new paragraph after paragraph 21:

The terms "alkenyl" and "alkynyl" refer to unsaturated hydrocarbon groups having one or more double bonds or triple bonds, respectively. Examples of suitable unsaturated hydrocarbon groups include vinyl, 2-propenyl, crotyl, 2-isopentenyl, 2-(butadienyl), 2,4-pentadienyl, 3-(1,4-pentadienyl), ethynyl, 1- and 3-propynyl, 3-butylnyl, and the higher homologs and isomers. The term "cycloalkyl" refers to a cyclic hydrocarbon radical, having the number of carbon atoms designated (*i.e.* C₁-C₁₀ means one to ten carbons). Examples of suitable cycloalkyls include cyclohexyl, (cyclohexyl)methyl, cyclopropylmethyl and the like.

Please replace paragraph 27 with the following amended paragraph:

[0027] The term "aryl" means, unless otherwise stated, ~~an polyunsaturated,~~ typically aromatic, hydrocarbon substituent, which can be a single ring or multiple rings (up to three rings), which are fused together or linked covalently. The term "heteroaryl" refers to aryl groups (or rings) that contain from zero to four heteroatoms selected from N, O, and S, wherein the nitrogen and sulfur atoms are optionally oxidized, and the nitrogen atom(s) are optionally quaternized. A heteroaryl group can be attached to the remainder of the molecule through a heteroatom. Non-limiting examples of aryl and heteroaryl groups include phenyl, 1-naphthyl, 2-naphthyl, 4-biphenyl, 1-pyrrolyl, 2-pyrrolyl, 3-pyrrolyl, 3-pyrazolyl, 2-imidazolyl, 4-imidazolyl, pyrazinyl, 2-oxazolyl, 4-oxazolyl, 2-phenyl-4-oxazolyl, 5-oxazolyl, 3-isoxazolyl, 4-isoxazolyl, 5-isoxazolyl, 2-thiazolyl, 4-thiazolyl, 5-thiazolyl, 2-furyl, 3-furyl, 2-thienyl, 3-thienyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrimidyl, 4-pyrimidyl, 5-benzothiazolyl, purinyl, 2-benzimidazolyl, 5-indolyl, 1-isoquinolyl, 5-isoquinolyl, 2-quinoxaliny, 5-quinoxaliny, 3-quinolyl, and 6-quinolyl. Substituents for each of the above noted aryl and heteroaryl ring systems are selected from the group of acceptable substituents described below.

Please replace paragraph 50 with the following amended paragraph:

[0001] In Formula I, R⁴ is a functional group including, but not limited to, C₁₋₄alkyl, C₃₋₈cycloalkyl, hydroxy-C₁₋₄alkyl-C₁₋₄alkylhydroxy, aryl-C₀₋₃alkyl-C₀₋₂alkylaryl, substituted with 0-2 R^{4a} groups, cyclohexylmethyl, and heterocyclo-C₀₋₂alkyl-C₀

alkylheterocycle, optionally substituted with C₁₋₄alkyl. Each R^{4a} group is independently selected and is a functional group including, but not limited to, hydrogen, halogen, C₁₋₄alkyl, C₁₋₄alkoxy and aryl, or if R^{4a} groups are present and if the two R^{4a} groups are on adjacent ring atoms, they are optionally taken together to form -O-(CH₂)₁₋₂-O-;